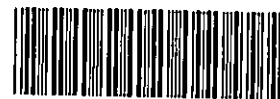


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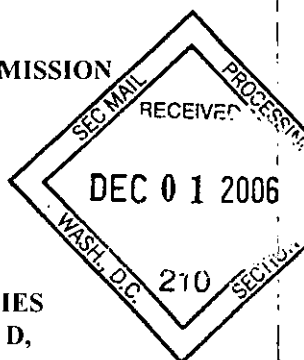
SEC 1972
(6/99)Potential persons who are to respond to the collection of information
not required to respond unless the form displays a currently valid OMB

06063938

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden hours
per response...16

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Series B Preferred Stock

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Pyrophotonics Lasers (USA), Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

275 Kesmark Street, Dollard-des-Ormeaux, Quebec, Canada H9B 3J1

514-904-9000

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

Fiber laser technology

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [10] [06] [x] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction [DE]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Panarello, Tullio

Business or Residence Address (Number and Street, City, State, Zip Code)

275 Kesmark Street, Dollard-des-Ormeaux, Québec, Canada H9B 3J1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Murison, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)

275 Kesmark Street, Dollard-des-Ormeaux, Québec, Canada H9B 3J1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Dunsky, Ilan

Business or Residence Address (Number and Street, City, State, Zip Code)

1250 René-Lévesque Boulevard West, Suite 2500, Montréal, Québec, Canada H3B 4Y1

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Paquin, Antoine

Business or Residence Address (Number and Street, City, State, Zip Code)

1480 Riverside Drive, #2505, Ottawa, Ontario, Canada K1G 5H2

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lam, Larry

Business or Residence Address (Number and Street, City, State, Zip Code)

55 Metcalfe Street, Suite 1400, Ottawa, Ontario, Canada K1P 6L5

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Andreas, Peter

Business or Residence Address (Number and Street, City, State, Zip Code)

149 Berkshire Trail East, Williamsburg, Massachusetts 01096

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Kelly, Nora

Business or Residence Address (Number and Street, City, State, Zip Code)

275 Kesmark Street, Dollard-des-Ormeaux, Québec, Canada H9B 3J1

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Rho Canada Ventures, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

1800 McGill College Avenue, Suite 840, Montréal, Québec, Canada H3A 3J6

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Rho Investment Partners Canada, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

152 West 57th Street, 23rd Floor, New York, NY 10019

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Export Development Bank

Business or Residence Address (Number and Street, City, State, Zip Code)

151 O'Connor Street, Ottawa, Ontario, Canada K1A 1K3

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

BDC Capital Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

55 Metcalfe Street, Suite 1400, Ottawa, Ontario, Canada K1P 6L5

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Fondation, le fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi

Business or Residence Address (Number and Street, City, State, Zip Code)

2175 De Maisonneuve East, Suite 103, Montréal, Québec Canada H2K 4S3

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
Answer also in Appendix, Column 2, if filing under ULOE. ☐ ☒

2. What is the minimum investment that will be accepted from any individual?..... N/A

3. Does the offering permit joint ownership of a single unit?..... Yes No
☒ ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

n/a

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

NOTE:

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security

Debt.....

Equity

☐ Common ☒ Preferred

Convertible Securities (including warrants)

Partnership Interests

Other (Specify)

Total

Answer also in Appendix, Column 3, if filing under ULOE.

Aggregate
Offering PriceAmount Already
Sold

\$0

\$0

\$ 4,350,006.00

\$ 4,350,006.00

\$0

\$0

\$0

\$0

\$0

\$0

\$ 4,350,006.00

\$ 4,350,006.00

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors

Non-accredited Investors

Total (for filings under Rule 504 only)

Answer also in Appendix, Column 4, if filing under ULOE.

Number of
InvestorsAggr. \$ Amt
of Purchases

5

\$ 4,350,006.00

3. If this filing is for an offering under Rule 504 or 505, enter information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering

Rule 505

Regulation A

Rule 504

Total

Type of Security

Dollar Amt. Sold

\$0

\$0

\$0

\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees

Printing and Engraving Costs

Legal Fees

Accounting Fees

Engineering Fees

Sales Commissions

Other Expenses (identify):

Total

☐ \$0☐ \$0☐ \$ 30,000.00☐ \$0☐ \$0☐ \$0☐ \$0☐ \$30,000.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 4,320,006.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees
Purchase of real estate
Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities.....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)
Repayment of indebtedness
Working capital
Other (specify):

Column Totals

Total Payments Listed (column totals added)

Payments to Officers,
Directors, & Affiliates

Payments to Others

<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input checked="" type="checkbox"/>	\$4,320,006.00
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$4,320,006.00
			<u>\$4,320,006.00</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Pyrophotonics Lasers (USA) Inc.	Signature 	Date Nov 29, 2006
Name of Signer (Print or Type) Tullio Panarello	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)**